SEC Form 3

FORM 3

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF SECURITIES

OMB APPROVAL

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Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

			011 30(11) 0		e Investment Company Act of 1	940				
1. Name and Address of Reporting Person* <u>EW Healthcare Partners, L.P.</u>	R (1	2. Date of Event Requiring Statemen (Month/Day/Year) 03/28/2018		3. Issuer Name and Ticker or Trading Symbol <u>EyePoint Pharmaceuticals, Inc.</u> [PSDV]						
(Last) (First) (Middle) 21 WATERWAY AVENUE, SUITE 225					Relationship of Reporting Person heck all applicable) Director X	on(s) to Is: 10% O\			Amendment, D hth/Day/Year)	ate of Original Filed
(Street) THE TX 77380					Officer (give title below)	Other (: below)	specify		icable Line) Form filed b	t/Group Filing (Check y One Reporting Person y More than One terson
(City) (State) (Zip)										
	Т	able I - Nor	-Deriva	ative	e Securities Beneficial	ly Owne	d			
1. Title of Security (Instr. 4)					mount of Securities neficially Owned (Instr. 4)	3. Owne Form: D or Indire (Instr. 5)	rect (D)	4. Nat (Instr.		Beneficial Ownership
Common Stock					8,606,324	D	1)(2)			
Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)										
1. Title of Derivative Security (Instr. 4)		2. Date Exercisable ar Expiration Date (Month/Day/Year)			3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)		or Ex	ersion ercise	5. Ownership Form:	6. Nature of Indirect Beneficial Ownership (Instr. 5)
		Date Exercisable			Title	Amount or Secur Number of Shares		ative	Direct (D) or Indirect (I) (Instr. 5)	
1. Name and Address of Reporting Person [*] <u>EW Healthcare Partners, L.P.</u>										
(Last) (First) 21 WATERWAY AVENUE, SUITE 225	(Middle)									
(Street) THE TX WOODLANDS	77380									
(City) (State)	(Zip)									
1. Name and Address of Reporting Person* <u>EW Healthcare Partners-A, L.P.</u>										
(Last) (First) 21 WATERWAY AVENUE, SUITE 225	(Middle)									
(Street) THE TX WOODLANDS	77380									
(City) (State)	(Zip)									
1. Name and Address of Reporting Person [*] Essex Woodlands Fund IX-GP, I	<u>P.</u>									
(Last) (First) 21 WATERWAY AVENUE, SUITE 225	(Middle)									
(Street) THE TX WOODLANDS	77380									

(City)	(State)	(Zip)					
1. Name and Address of Reporting Person [*] Essex Woodlands IX, LLC							
(Last) 21 WATERWAY A	(First) VENUE, SUITE 225	(Middle)					
(Street) THE WOODLANDS	ТХ	77380					
(City)	(State)	(Zip)					

Explanation of Responses:

1. Of the 8,606,324 total shares, 8,273,461 shares are held directly by EW Healthcare Partners L.P. ("EWHP") and 332,863 shares are held directly by EW Healthcare Partners-A L.P. ("EWHP-A"). Essex Woodlands Fund IX-GP, L.P. ("Fund IX-GP") is the general partner of EWHP and EWHP-A. Essex Woodlands IX, LLC (the "General Partner") is the general partner of Fund IX-GP. The General Partner holds sole voting and dispositive power over the shares held by EWHP and EWHP-A. The managers of the General Partner are Martin P. Sutter, R. Scott Barry, Ronald Eastman (also a member of the Issuer's board of directors), Petri Vainio and Steve Wiggins (collectively, the "Managers"), and may exercise voting and investment control over the shares only by the majority action of the Managers. 2. Each individual Manager, Fund IX-GP and the General Partner disclaims beneficial ownership over the shares except to the extent of his or its respective pecuniary interest therein.

Remarks:

EW Healthcare Partners L.P.; By Essex Woodlands Fund IX- GP, L.P. its General Partner; By Essex Woodlands IX, LLC, its General Partner; By Ronald W. Eastman, Manager, By Richard Kolodziejcyk, Attorney-in- Fact, /s/ Richard Kolodziejcyk	<u>03/29/2018</u>
EW Healthcare Partners-A L.P.; By Essex Woodlands Fund IX-GP, L.P. its General Partner; By Essex Woodlands IX, LLC, its General Partner; By Ronald W. Eastman, Manager, By Richard Kolodziejcyk, Attorney-in- Fact, /s/ Richard Kolodziejcyk	<u>03/29/2018</u>
Essex Woodlands IX-GP, L.P.; By Essex Woodlands IX, LLC; By Ronald W. Eastman, Manager, By Richard Kolodziejcyk, Attorney-in- Fact, /s/ Richard Kolodziejcyk	<u>03/29/2018</u>
Essex Woodlands IX, LLC, By Ronald W. Eastman, Manager, By Richard Kolodziejcyk, Attorney-in-Fact, /s/ Richard Kolodziejcyk ** Signature of Reporting Person	<u>03/29/2018</u> Date

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

* If the form is filed by more than one reporting person, see Instruction 5 (b)(v).

** Intentional misstatements or omissions of facts constitute Federal Criminal Violations See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB Number.